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7
8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 OAKLAND DIVISION

11
12 In re NVIDIA CORP. DERIVATIVE
LITIGATION

Master File No. C-06-06110-SBA (JCS)

13 STIPULATION AND ~~PROPOSED~~ ORDER
REGARDING SETTLEMENT

14 This Document Relates To:

15 ALL ACTIONS.
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1 This Stipulation is entered into by and among lead plaintiffs, the Nominal Defendant
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their
3 attorneys of record.

4 WHEREAS, on September 22, 2008 the parties filed a Stipulation informing the Court
5 that they had executed a Memorandum of Understanding outlining the terms of a proposed
6 settlement and that a Motion for Preliminary Approval of Settlement would be submitted within a
7 reasonable period of time thereafter;

8 WHEREAS, pursuant to this Court's October 31, 2008 Order, the parties were to submit
9 the Motion for Preliminary Approval of Settlement by November 7, 2008;

10 WHEREAS, the parties are continuing to work on the settlement papers and expect to
11 have them finalized shortly;

12 WHEREFORE, IT IS STIPULATED AND AGREED that:

13 1. The parties will submit a Motion for Preliminary Approval of Settlement by
14 November 14, 2008.

15 2. The hearing on the Motion for Preliminary Approval of Settlement will remain as
16 currently scheduled for January 27, 2009.

17 DATED: November 10, 2008

Respectfully Submitted,

18 ORRICK, HERRINGTON & SUTCLIFFE LLP
19 MICHAEL D. TORPEY
20 JAMES N. KRAMER
21 RICHARD GALLAGHER
22 JAMES THOMPSON

23 s/ James E. Thompson
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Attorneys for Nominal Defendant NVIDIA
Corporation

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order 45, X.B., I hereby attest that Samuel M. Ward has concurred in this filing.

DATED: November 10, 2008

STEPHEN R. BASSER
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s/ Samuel M. Ward
SAMUEL M. WARD

Attorneys for Lead Plaintiffs

I, James E. Thompson, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.

DATED: November 10, 2008

HOWREY LLP
LEIGH A. KIRMSSE
STEPHANIE BYERLY

s/ Stephanie Byerly
STEPHANIE BYERLY

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Attorneys for Defendant Christine B. Hoberg

1 *I, James E. Thompson, am the ECF user whose ID and password are being used to file*
2 *this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order*
3 *45, X.B., I hereby attest that Kevin Muck has concurred in this filing.*

4 DATED: November 10, 2008

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10 s/ Kevin P. Muck
KEVIN P. MUCK

11 Attorneys for Chris A. Malachowsky, Jeffrey D.
12 Fisher, Mary M. Dotz, and Daniel F. Vivoli

13
14 *I, James E. Thompson, am the ECF user whose ID and password are being used to file*
15 *this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order*
16 *45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.*

17 DATED: November 10, 2008

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21
22
23 s/ Steven Kaufhold
STEVEN KAUFOLD

24 Attorneys for Di Ma

* * *

~~PROPOSED~~ ORDER


Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY ORDERED that:

1. The parties shall submit a Motion for Preliminary Approval of Settlement by November 14, 2008.

2. The hearing on the Motion for Preliminary Approval of Settlement will remain as currently scheduled for January 27, 2009.

IT IS SO ORDERED.

DATED: 11/12/08



THE HONORABLE
SAUNDRA BROWN ARMSTRONG
UNITED STATES DISTRICT JUDGE